

300 Bland Street
P.O. Box 770
Bluefield, WV 24701



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REGULATORY AUTH.
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OFFICE OF THE
EXECUTIVE SECRETARY

March 14, 2001

Mr. K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Docket Number 01-00012 TeleCorp Agreement

Dear David:

Enclosed are an original and 13 copies of Amendment One to the above referenced agreement. This amendment is necessary to bring the section of the agreement dealing with resolution of disputes in compliance with TRA requirements.

Please call me if you have any questions at 304.325.1216.

Sincerely,

A handwritten signature in black ink, appearing to read "J. Michael Swatts".

J. Michael Swatts
State Government Affairs Director - South

Attachments

**AMENDMENT ONE TO THE
INTERCONNECTION AND TRAFFIC INTERCHANGE AGREEMENT
FOR CELLULAR AND OTHER 2-WAY RADIO SERVICES**

This Amendment One to The Interconnection and Traffic Interchange Agreement for Cellular and Other 2-Way Radio Services (the "Agreement") between Citizens Telecommunications Company of Tennessee LLC ("Citizens") and Telecorp Communications, Inc. ("Carrier"), is made this 26th day of February, 2001. Citizens and Carrier are referred to herein collectively as the "Parties".

Citizens and Carrier entered into the Agreement on October 16, 2000.

Citizens and Carrier desire to amend the Agreement.

In consideration of the mutual promises and covenants contained herein, and for other good and valuable consideration, the Parties agree as follows:

1. Replace Section 17.3 of the existing Interconnection Agreement with the following paragraph:

17.3 Except as otherwise stated in this Agreement, the Parties agree that if any dispute arises as to the interpretation of any provisions of this Agreement or as to the proper implementation of the Agreement, either Party may petition the Tennessee Regulatory Authority for a resolution of the dispute. However, each Party reserves any rights it may have to seek judicial review of any ruling made by the Tennessee Regulatory Authority concerning this Agreement.

The Parties agree that this Section does not prevent either Party from seeking temporary equitable remedies, including temporary restraining orders. A request by a Party to a court or a regulatory authority for interim measures or equitable relief shall not be deemed a waiver of the obligation to comply with the Dispute Resolution provisions.

2. Remove Section 17.4 from the existing Interconnection Agreement.

All other terms and conditions of the Agreement will remain in full force and effect.

For Carrier:

Telecorp Communications, Inc.

By: 

Typed: Tom Sullivan

Title: President

Date: MAR 01 2001

For Citizens:

Citizens Telecommunications Company of
Tennessee LLC

By: 

Typed: F. Wayne Lafferty

Title: V.P., Regulatory & Govt. Affairs

Date: 3/9/01